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RECORDATION NO. 24589-A
JUL 07 '09 -2 10 PM
SURFACE TRANSPORTATION BOARD

July 7, 2009

Ms. Anne Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Termination of Lease Schedules dated 3/20/09 including the following parties:

Secured Party: Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4th South
Tucker, GA 3084

Debtor: Pioneer Railroad Equipment Co., Ltd.
1318 South Johanson Road
Peoria, IL 61607

Please record this agreement as a secondary document to STB Recordation #24589. The filing fee of \$41 is enclosed. Thank you.

Summary: Termination of Lease Schedules dated 3/20/09 between Banc of America Leasing & Capital, LLC as Secured Party and Pioneer Railroad Equipment Co., Ltd.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

TERMINATION OF LEASE SCHEDULES dated as of
March 20, 2009 by **Banc of America Leasing & Capital,
LLC** (the "Secured Party").

WHEREAS, Lessor and **Pioneer Railroad Equipment CO., LTD.** (the
"Debtor") entered into that Certain Note and Security Agreement, Agreement No 07024-
00706 (the "Note");

WHEREAS, Secured Party and the Debtor entered into a Note originally
covering Thirteen (13) used diesel Electric Locomotives more fully described on the
attached Exhibit A (the "Equipment").

IN WITNESS WHEREOF, Secured Party wishes to show for the public record
that:

- 1) Equipment is released on or before the date hereof,
- 2) Any security interests of Secured Party, in the above equipment

and accordingly, has caused this Termination of Note to be executed by its officer
thereunto duly authorized

**BANC OF AMERICA LEASING &
CAPITAL, LLC**

By: _____
Its _____

Sandra Buonomo

STATE OF RHODE ISLAND)
AND PROVIDENCE PLANTATIONS) ss:
COUNTY OF PROVIDENCE)

On this 30th day of March, 2009 before me personally appeared Sandra
Buonomo, to me personally known, who, being by me duly sworn, says that she is Vice
President of Banc of America Leasing & Capital, LLC that the foregoing instrument was
signed on behalf of said company by authority of its Board of Directors, and he / she
acknowledged that the execution of the foregoing instrument was the free act and deed of
said company



expires

4/2/11

Tina Costa
Notary Public

EXHIBIT A TO
NOTE AND SECURITY AGREEMENT NO. 07024-00706

Debtor: Pioneer Railroad Equipment Co., Ltd.
Secured Party: Banc of America Leasing & Capital, LLC

Thirteen (13) used diesel electric locomotives with the bearing the following road numbers:

<u>Road Numbers</u>	<u>Model</u>	<u>Manufacture</u>	<u>Built</u>	<u>Rebuilt</u>	<u>New Road Numbers</u>
CN1298	SW1200	EMD	1959		PREX1201
CN1355	SW1200	EMD	1959		PREX1202
CN1357	SW1200	EMD	1959		PREX1203
CP1301	SW13	EMD	1945	1971 Paducah	PREX1200
WC1702	GP9	Presume EMD	1956		PREX912
AC1750	FP9-A	Presume EMD	1958		PREX403
AC1751	FP9-A	Presume EMD	1958		PREX404
AC1752	FP9-A	Presume EMD	1958		PREX407
AC1754	FP9-A	Presume EMD	1958		PREX408
AC1755	FP9-A	Presume EMD	1958		PREX405
AC1761	FP9-B	Presume EMD	1955		PREX406
CN4101	GP9-RM	EMD	1955	1981 PSC Montreal	PREX913
CN7002	GP9-RM	EMD	1955	1985 PSC Montreal	PREX914